

EXHIBIT 3

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10- K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2011
Commission File Number: 001- 33590

MF GLOBAL HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

98- 0551260

(I.R.S. employer Identification no.)

**717 Fifth Avenue
New York, NY**

(Address of principal executive offices)

10022

(Zip Code)

(212) 589- 6200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, \$1.00 par value per share

Name of Each Exchange on Which Registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well- known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S- T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S- K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10- K or any amendment to this Form 10- K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non- accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b- 2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non- accelerated filer ☐

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b- 2 of the Exchange Act). Yes ☐ No ☒

As of September 30, 2010, the aggregate market value of the registrant's common stock held by non- affiliates of the registrant was approximately \$1,173.2 million. As of April 30, 2011, there were 163,840,634 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of MF Global Holdings Ltd.'s Proxy Statement for its 2011 Annual Meeting of Stockholders to be held on August 11, 2011 are incorporated by reference in this Annual Report on Form 10- K in response to Part III, Items 10, 11, 12, 13 and 14.

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ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

PART IV**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements

INDEX TO FINANCIAL STATEMENT OF MF GLOBAL HOLDINGS LTD.

(b) Financial Statement Schedules. Schedules not listed above have been omitted because the information to be set forth therein is not material, not applicable or is shown in the financial statements or notes thereto.

(c) The following exhibits are filed herewith or incorporated herein by reference unless otherwise indicated:

Exhibit Number	Description
3.1	Certificate of Incorporation of MF Global Holdings Ltd. (incorporated by reference to Exhibit 3.1 of MF Global's Current Report on Form 8-K12G3, filed on January 5, 2010).
3.2	By-Laws of MF Global Holdings Ltd. (incorporated by reference to Exhibit 3.2 of MF Global's Current Report on Form 8-K12G3, filed on January 5, 2010).
4.1	Form of Stock Certificate (incorporated by reference to Exhibit 4.1 of MF Global's Current Report on Form 8-K12G3, filed on January 5, 2010).
4.2	Form of Registration Rights Agreement by and between MF Global Ltd and J.C. Flowers II L.P. (incorporated by reference to Exhibit 4.6 of MF Global's Annual Report on Form 10-K, filed on June 13, 2008).
4.3	Indenture, between MF Global Ltd. and Deutsche Bank Trust Company Americas, as Trustee, Dated as of June 25, 2008, with respect to 9.00% Convertible Senior Notes due 2038 (incorporated by reference to Exhibit 4.1 of MF Global's Current Report on Form 8-K, filed on June 26, 2008).
4.4	First Supplemental Indenture dated as of January 4, 2010, between MF Global Holdings Ltd., a Delaware corporation, and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit 4.2 of MF Global's Current Report on Form 8-K12G3, filed on January 5, 2010).
4.5	Senior Debt Indenture, dated February 11, 2011, between the Company and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of MF Global's Current Report on Form 8-K, filed on February 11, 2011).
Exhibit Number	Description
4.6	First Supplemental Indenture, dated February 11, 2011, between the Company and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of MF Global's Current Report on Form 8-K, filed on February 11, 2011).
4.7	Second Supplemental Indenture, dated April 11, 2011, between the Company and Deutsche Bank Trust Company Americas, as trustee.
4.8	Form of 1.875% Convertible Senior Notes due 2016 (included as Exhibit A in Exhibit 4.6).
10.1	Amended and Restated MF Global Ltd. 2007 Long Term Incentive Plan (incorporated by reference to Exhibit 10.3 of MF Global's Quarterly Report on Form 10-Q, filed on February 11, 2009).
10.2	Amendment No. 1 to the MF Global Ltd. Amended and Restated 2007 Long Term Incentive Plan, effective as of January 4, 2010 (incorporated by reference to Exhibit 4.5 of MF Global's Post-effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333- 144697) filed on January 25, 2010).
10.3	Form of Share Option Award Agreement (Employee Version).**
10.4	Form of Share Option Award Agreement (Selected Executives Version).**
10.5	Form of Restricted Share Unit Award Agreement (Employee Version).**

- 10.6 Form of Restricted Share Unit Award Agreement (Selected Executives Version).**
- 10.7 MF Global Ltd. Employee Stock Purchase Plan. (incorporated by reference to Exhibit 10.1 of MF Global's Registration Statement on Form F- 8 (File No. 333- 144079) filed on February 1, 2008).
- 10.8 Amendment No. 1 to the MF Global Ltd. Employee Stock Purchase Plan, effective as of January 4, 2010 (incorporated by reference to Exhibit 4.5 of MF Global's Post- effective Amendment No. 1 to Registration Statement on Form S- 8, filed on January 25, 2010 (File No. 333- 144697)).
- 10.9 MF Global Ltd. Approval Savings- Related Share Option Plan.**

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Exhibit Number	Description
10.10	Second Amendment, dated as of June 29, 2010, to that certain 5- Year Revolving Credit Facility, dated as of June 15, 2007, by and among MF Global Finance USA Inc., MF Global Finance Europe Limited, MF Global Holdings Ltd., the several banks and other financial institutions parties thereto, Citibank N.A., as syndication agent, JPMorgan Chase Bank, N.A., as administrative agent, and the parties named as documentation agents thereto (incorporated by reference to Exhibit 10.1 of MF Global's Current Report on Form 8- K, filed on June 30, 2010).
10.11	\$1,200,875,000 Revolving Credit Facility, dated as of June 15, 2007, as amended, among MF Global Finance USA Inc., MF Global Holdings Ltd. and the lenders named therein (incorporated by reference to Exhibit 10.2 of MF Global's Current Report on Form 8- K, filed on June 30, 2010).
10.12	Letter Agreement, dated July 18, 2008, relating to \$1,500,000,000 Liquidity Facility (incorporated by reference to Exhibit 10.4 of MF Global's Quarterly Report on Form 10- Q, filed on November 6, 2009).
10.13	Amended and Restated Employment Agreement between MF Global Ltd. and J. Randy MacDonald, dated September 28, 2009 (incorporated by reference to Exhibit 10.1 of MF Global's Current Report on Form 8- K, filed on October 5, 2009).
10.14	Employment Agreement between MF Global Ltd. and Laurie R. Ferber, dated May 15, 2009 (incorporated by reference to Exhibit 10.1 of MF Global's Quarterly Report on Form 10- Q, filed on August 7, 2009).
10.15	Amended and Restated Employment Agreement between MF Global Ltd. and Thomas Connolly, dated August 12, 2009 (incorporated by reference to Exhibit 10.2 of MF Global's Quarterly Report on Form 10- Q, filed on November 6, 2009).
10.16	Lease, dated December 31, 2007, between NY- 717 Fifth Avenue, L.L.C., as landlord and MF Global Holdings USA Inc., as tenant (incorporated by reference to Exhibit 10.46 of MF Global's Annual Report on Form 10- K, filed on June 13, 2008).
10.17	Guarantee, dated December 31, 2007, by MF Global Ltd. made in favor of NY- 717 Fifth Avenue, L.L.C. (incorporated by reference to Exhibit 10.47 of MF Global's Annual Report on Form 10- K, filed on June 13, 2008).
10.18	Investment Agreement, dated May 20, 2008, between MF Global Limited and J.C. Flowers II L.P. (incorporated by reference to Exhibit 10.48 of MF Global's Annual Report on Form 10- K, filed on June 13, 2008).
Exhibit Number	Description
10.19	Form of Non- Employee Director Restricted Share Award Agreement.*
10.20	Form of Share Option Award Agreement (incorporated by reference to Exhibit 10.3 of MF Global's Quarterly Report on Form 10- Q, filed on August 7, 2009).
10.21	Form of Restricted Share Unit Award Agreement (Cliff Vesting) (incorporated by reference to Exhibit 10.4 of MF Global's Quarterly Report on Form 10- Q, filed on August 7, 2009).
10.22	Form of Restricted Share Unit Award Agreement (Ratable Vesting) (incorporated by reference to Exhibit 10.5 of MF Global's Quarterly Report on Form 10- Q, filed on August 7, 2009).
10.23	Form of Restricted Share Unit Award Agreement (Share Option Exchange) (Incorporated by reference to Exhibit 99.(A) (I)(IV) MF Global's Tender Offer Statement in Schedule TO, filed on October 7, 2009).
10.24	Transfer Agreement, dated as of February 3, 2010, between MF Global Holdings Ltd., JCF MFG Holdco LLC and J.C. Flowers II L.P. (incorporated by reference to Exhibit 10.2 of MF Global's Quarterly Report on Form 10- Q, filed on February 5, 2010).
10.25	Amended and Restated Employment Agreement between MF Global Holdings Ltd. and Jon S. Corzine, dated March 1, 2011. (incorporated by reference to Exhibit 10.1 of MF Global's Current Report on Form 8- K, filed on March 4, 2011).
10.26	Letter Agreement between Jon S. Corzine Contract and J.C. Flowers & Co. LLC, dated March 23, 2010 (incorporated by reference to Exhibit 10.2 of MF Global's Current Report on Form 8- K, filed on March 23, 2010).
10.27	Share Option Award Agreement between MF Global Holdings Ltd. and Jon S. Corzine, dated as of April 7, 2010 (incorporated by reference to Exhibit 10.36 of MF Global's Annual Report on Form 10- K, filed on May 28, 2010).

10.28	Capital Replacement Covenant (incorporated by reference to Exhibit 10.28 of MF Global's Current Report on Form 8- K, filed on July 18, 2008).
10.29	Form of Trademark Agreement by and between Man Group plc and MF Global Ltd.*
10.31	Sublease, dated as of March 1, 2010, between Swiss re Financial Services Corporation and MF Global Inc. (incorporated by reference to Exhibit 10.41 of MF Global's Annual Report on Form 10- K, filed on May 28, 2010).
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Exhibit Number	Description
10.32	Form of Agreement of Lease, dated as of March , 2010, between Park Avenue Plaza Owner LLC and MF Global Inc. (incorporated by reference to Exhibit 10.42 of MF Global's Annual Report on Form 10- K, filed on May 28, 2010).
10.33	Base Convertible Bond Hedge Transaction Confirmation, dated February 7, 2011, between the Company and J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association, London Branch, as dealer (incorporated by reference to Exhibit 10.1 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.34	Base Convertible Bond Hedge Transaction Confirmation, dated February 7, 2011, between the Company and Citibank, N.A., as dealer (incorporated by reference to Exhibit 10.2 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.35	Base Convertible Bond Hedge Transaction Confirmation, dated February 7, 2011, between the Company and Deutsche Bank Securities Inc., as agent for Deutsche Bank AG, London Branch as dealer (incorporated by reference to Exhibit 10.3 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.36	Base Convertible Bond Hedge Transaction Confirmation, dated February 7, 2011, between the Company and Goldman Sachs & Co., as dealer (incorporated by reference to Exhibit 10.4 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.37	Base Issuer Warrant Transaction Confirmation, dated February 7, 2011, between the Company and J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association, London Branch, as dealer (incorporated by reference to Exhibit 10.5 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.38	Base Issuer Warrant Transaction Confirmation, dated February 7, 2011, between the Company and Citibank, N.A., as dealer (incorporated by reference to Exhibit 10.6 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.39	Base Issuer Warrant Transaction Confirmation, dated February 7, 2011, between the Company and Deutsche Bank Securities Inc., as agent for Deutsche Bank AG, London Branch as dealer (incorporated by reference to Exhibit 10.7 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
Exhibit Number	Description
10.40	Base Issuer Warrant Transaction Confirmation, dated February 7, 2011, between the Company and Goldman Sachs & Co., as dealer (incorporated by reference to Exhibit 10.8 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.41	Additional Convertible Bond Hedge Transaction Confirmation, dated February 8, 2011, between the Company and J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association, London Branch, as dealer (incorporated by reference to Exhibit 10.9 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.42	Additional Convertible Bond Hedge Transaction Confirmation, dated February 8, 2011, between the Company and Citibank, N.A., as dealer (incorporated by reference to Exhibit 10.10 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.43	Additional Convertible Bond Hedge Transaction Confirmation, dated February 8, 2011, between the Company and Deutsche Bank Securities Inc., as agent for Deutsche Bank AG, London Branch as dealer (incorporated by reference to Exhibit 10.11 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.44	Additional Convertible Bond Hedge Transaction Confirmation, dated February 8, 2011, between the Company and Goldman Sachs & Co., as dealer (incorporated by reference to Exhibit 10.12 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.45	Additional Issuer Warrant Transaction Confirmation, dated February 8, 2011, between the Company and J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association, London Branch, as dealer (incorporated by reference to Exhibit 10.13 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.46	Additional Issuer Warrant Transaction Confirmation, dated February 8, 2011, between the Company and Citibank, N.A., as dealer (incorporated by reference to Exhibit 10.14 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.47	Additional Issuer Warrant Transaction Confirmation, dated February 8, 2011, between the Company and Deutsche Bank Securities Inc., as agent for Deutsche Bank AG, London Branch, as dealer (incorporated by reference to Exhibit 10.15 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).

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Exhibit Number	Description
10.48	Additional Issuer Warrant Transaction Confirmation, dated February 8, 2011, between the Company and Goldman Sachs & Co., as dealer (incorporated by reference to Exhibit 10.16 of MF Global's Current Report on Form 8- K, filed on February 11, 2011).
10.49	Employment Agreement between MF Global Holdings Ltd. and Bradley Abelow, dated August 9, 2010 (incorporated by reference to Exhibit 10.1 of MF Global's Current Report on Form 8- K, filed on September 13, 2011).
10.50	Amendment, dated August 3, 2010, to Employment Agreement of Jon S. Corzine (incorporated by reference to Exhibit 10.1 of MF Global's Quarterly Report on Form 10- Q, filed on August 6, 2010).
10.51	Amendment, dated August 3, 2010, to amended and restated Employment Agreement of J. Randy MacDonald (incorporated by reference to Exhibit 10.2 of MF Global's Quarterly Report on Form 10- Q, filed on August 6, 2010).
10.52	Amendment, dated August 3, 2010, to Employment Agreement of Laurie R. Ferber (incorporated by reference to Exhibit 10.3 of MF Global's Quarterly Report on Form 10- Q, filed on August 6, 2010).
10.53	Employment Agreement of Michael Blomfield (incorporated by reference to Exhibit 10.1 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.54	Form of Sub- Underlease of 5 Churchill Place, Canary Wharf, by and among J.P. Morgan Markets Limited, MF Global UK Limited and MF Global Holdings Ltd. (incorporated by reference to Exhibit 10.3 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.55	Form of Agreement, among JP Morgan Markets Limited, MF Global UK Limited, and MF Global Holdings Ltd., for the grant of a lease relating to 5 Churchill Place, Canary Wharf, London (incorporated by reference to Exhibit 10.4 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.56	Form of Car Parking Agreement, by and among J.P. Morgan Markets Limited, MF Global UK Limited and MF Global Holdings Ltd. (incorporated by reference to Exhibit 10.5 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.57	Form of License to Underlet, by and among 5 Churchill Place L.P., Canary Wharf Management Limited, J.P. Morgan Markets Limited, The Bear Stearns Companies LLC, MF Global UK Limited, and MF Global Holdings Ltd. (incorporated by reference to Exhibit 10.6 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
Exhibit Number	Description
10.58	Form of License to make alterations, by and among 5 Churchill Place L.P., J.P. Morgan Markets Limited, The Bear Stearns Companies LLC, MF Global UK Limited, and MF Global Holdings Ltd. (incorporated by reference to Exhibit 10.7 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.59	Share Option Award Agreement between MF Global Holdings Ltd. and Bradley Abelow, dated as of September 13, 2010 (incorporated by reference to Exhibit 10.8 of MF Global's Quarterly Report on Form 10- Q, filed on February 3, 2011).
10.60	Employment Agreement, dated March 1, 2011, between MF Global Holdings Ltd. and Richard Moore.
10.61	Employment Agreement, dated February 7, 2011, between MF Global Holdings Ltd. and Michael G. Stockman.
12.1	Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends.
21.1	List of Subsidiaries.
23.1	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included in the signature page hereto).
31.1	Certification of Jon S. Corzine, Chief Executive Officer, pursuant to Section 302 of the Sarbanes- Oxley Act of 2002.
31.2	Certification of Henri J. Steenkamp, Chief Financial Officer, pursuant to Section 302 of the Sarbanes- Oxley Act of 2002.
32.1	Certification of Jon S. Corzine, Chief Executive Officer, pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, 18 U.S.C. Section 1350.

32.2 Certification of Henri J. Steenkamp, Chief Financial Officer, pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, 18 U.S.C. Section 1350.

101.INS	XBRL INSTANCE DOCUMENT
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT
101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT

* Incorporated by reference to MF Global's Registration Statement on Form F- 1 (File No. 333- 143395) filed on May 31, 2007, relating to MF Global's initial public offering of its common shares, as amended.

** Incorporated by reference to MF Global's Quarterly Report on Form 10- Q filed on November 13, 2007.